

RECORDATION NO. 23484 FILED

MAY 10 '01 4:45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 10, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease, dated as of April 2, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ACF Acceptance VI LLC
c/o ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Lessee: Olin Corporation
490 Stuart Road NE
Cleveland, Tennessee 37312

A description of the railroad equipment covered by the enclosed document is:

Eight (8) railcars: OLNK 3100 - OLNK 3107 inclusive.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Mr. Vernon A. Williams
May 9, 2001
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is made and entered into as of April 2, 2001 by and between ACF Acceptance VI LLC, a Delaware limited liability company, as Lessor ("Lessor"), and Olin Corporation, a Virginia corporation ("Lessee").

The undersigned have entered into that certain Equipment Lease Agreement (the "Lease Agreement"), dated as of April 2, 2001 pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

ACF ACCEPTANCE VI LLC, Lessor

By: ACF ACCEPTANCE LLC, Member

By: ACF Industries, Incorporated, Member

By: 

Name: Robert J. Mitchell

Title: Senior Vice President of Finance

OLIN CORPORATION, Lessee

By: 

Name: JOHN MCINTOSH

Title: Vice President, Olin

RECORDATION NO. 23484 FILED

MAY 10 '01 4-45 PM

SURFACE TRANSPORTATION BOARD

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27th day of April, 2001, before me, personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he resides at Nassau County, New York and is the Senior Vice President of Finance of ACF Industries, Incorporated, the sole member of the sole member of ACF Acceptance VI LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Yevgeniy Gindler
YEVEGENIY GINDLER
Notary Public
Notary Public, State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2002

STATE OF Tennessee)
) ss.:
COUNTY OF Me Murin)

On this 24 day of April, 2001, before me, personally appeared John McIntosh, to me personally known, who being by me duly sworn, says that he resides at Burley County, Tennessee and is the Vice President of Olin Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Leggy Dover
Notary Public
Comm. expires 9/24/02

SCHEDULE A

REPORTING
MARK

CAR
NUMBER

OLNX
OLNX
OLNX
OLNX
OLNX
OLNX
OLNX
OLNX

3100
3101
3102
3103
3104
3105
3106
3107